MIC

Form (2)
Sr.No. 259-a
Date 16.9.2014

THE REPUBLIC OF THE UNION OF MYANMAR
The Myanmar Investment Commission
PERMIT

Permit No. 798/2014 Date: 16th, September 2014

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub-section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter MR.KUOK MENG WEI

(b) Citizenship SINGAPORE

(c) Address 56 NEIL ROAD, SINGAPORE 088830

(d) Name and address of Principal Organization WILMAR SUGAR (MYANMAR) PTE.,LTD., 56 NEIL ROAD, SINGAPORE 088830

(e) Place of incorporation SINGAPORE

(f) Type of Investment Business MANUFACTURING AND MARKETING OF SUGAR, FERTILIZER AND ETHANOL

(g) Place(s) at which Investment is permitted KYAUK SAYIT KONG (NORTH), MADAYA TOWNSHIP, SHWE KYET YET VILLAGE, AMARAPURA TOWNSHIP, MANDALAY REGION AND HTEE CHAINT TOWNSHIP, KATRHAR TOWNSHIP, SAGAING REGION

(h) Amount of Foreign Capital US$ 22.173 MILLION

(I) Period for Foreign Capital Brought in WITHIN (1) YEAR FROM THE DATE OF ISSUANCE OF MIC PERMIT

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 28.029 MILLION (INCLUDING US$ 22.173 MILLION)

(k) Construction period 6 MONTHS

(1) Validity of investment permit 50 YEARS

(m) Form of investment JOINT VENTURE

(n) Name of Company incorporated in Myanmar GREAT WALL - WILMAR HOLDINGS LIMITED

Chairman
The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်
ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၇၉၈/၂၀၁၄ ၂၀၁၄ ခုနှစ် စက်တင်ဘာလ ၁၆ ရက်

ပြည်ထောင်စု သမ္မတမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၁၃ ပုဒ်မခွဲ(ခ)အရ ဤခွင့်ပြုမိန့်ကိုမြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်ကထုတ်ပေးလိုက်သည်-

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူ၏အမည် MR. KUOK MENG WEI

(ခ) နိုင်ငံသား SINGAPORE

(ဂ) နေရပ်လိပ်စာ 56 NEIL ROAD, SINGAPORE 088830

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ WILMAR SUGAR (MYANMAR) PTE.,LTD., 56 NEIL ROAD, SINGAPORE 088830

(င) ဖွဲ့စည်းရာအရပ် SINGAPORE

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား သကြား၊ ဓာတ်မြေဩဇာ နှင့် အီသနော ထုတ်လုပ် ရောင်းချခြင်းလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) ကျောက်စရစ်ကုန်း (မြောက်) ကျေးရွာ၊ မတ္တရာမြို့နယ်၊ ရွှေကြက်ယက်ကျေးရွာ၊ အမရပူရမြို့နယ်၊ မန္တလေးတိုင်းဒေသကြီး နှင့် ထီးချိုင့် မြို့နယ်၊ ကသာမြို့နယ်၊ စစ်ကိုင်းတိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်းပမာဏ အမေရိကန်ဒေါ်လာ ၂၂.၁၇၃ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ကော်မရှင်ခွင့်ပြုမိန့်ရရှိသည့်နေ့မှ ၁ နှစ် အတွင်း

(ည) စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၂၈.၀၂၉ သန်း နှင့် ညီမျှသော မြန်မာကျပ်ငွေ (အမေရိကန်ဒေါ်လာ ၂၂.၁၇၃ သန်း အပါအဝင်)

(ဋ) တည်ဆောက်မှုကာလ ၆ လ

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၅၀နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ ဖက်စပ်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် GREAT WALL - WILMAR HOLDINGS LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

Republic of the Union of Myanmar
Sr. No. 259-a
Date 16.9.2014
Myanmar Investment Commission

THE REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
No.(1), THITISAR ROAD, YANKIN TOWNSHIP, YANGON

Our ref : Ya Ka-3/FI-921/ 2014(259 a) | Tel:95-01-658128
Date : 16th September 2014 | Fax:95-01-658136

Subject : Decision of the Myanmar Investment Commission on the Proposal for " Manufacturing and Marketing of Sugar, Fertilizer and Ethanol" under the name of Great Wall - Wilmar Holdings Limited

Reference: Great Wall - Wilmar Holdings Limited Letter dated (3-12-2013)

1. The Myanmar Investment Commission, at its meeting (21/2014) held on (15-8-2014) had approved the proposal for investment in "Manufacturing and Marketing of Sugar, Fertilizer and Ethanol" under the name of "Great Wall - Wilmar Holdings Limited" submitted as a Joint Venture between Wilmar Sugar (Myanmar) Pte., Ltd. (80%) from Singapore and Great Wall Food Stuff Industry Co.,Ltd. (20%) from the Republic of the Union of Myanamr.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the Foreign Investment Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 50 (Fifty) years and extendable for 10(ten) years 2(two)times. The land lease term is 30 (Thirty) years commencing from the date of signing of the Lease Agreement for land and building and extendable for 10 (ten) years 2(two) times by mutual agreement between Great Wall Food Stuff Industry Co.,Ltd. and Great Wall - Wilmar Holdings Limited . At the end of the Lease Agreement, Great Wall - Wilmar Holdings Limited shall transfer the land and building to the lessor without any consideration, within six months after the expiry of the lease term in good condition, ground damages have been refilled or repaired.

4. The total land area is 101.33 acres (410068.3238 square meters) which are 19.33 acres from Holding No. 68+69, 68(A)+71, 80+72(A),F658 Kyauk Sayit Kong (North), Madaya Township, Mandalay Region, 2.7 acres from Holding No. 20,60,22 Shwe Kyet Yet Village, Amarapura Township, Mandalay Region, 15.77 acres from Holding No. 161(B), 160(A), Daw Sein Ei Y 159(A), U Kan Ya, 157(A), U Min Aung Y, U Thein Aung Y, U Tun Tin Y, Kathar Township, Sagaing Region and 63.53 acres from Holding No.10+163, 12, 13, 159, 160,161 Hteechaint Township, Sagaing Region.

5. The annual rent for the land and building calculated at the rate of US$ 2.855 (for Madaya), US$ 2.855 (for Shwe Kyet Yet) and US$ 1.297 (for Htee Chaint and Kathar) per square meter per year of the land measuring 410068.3238 square meters (101.33 acres) for 30(Thirty) years and shall be due and payable in one lump sum by Lessee.

6. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per Chapter XII, section 27(a) and (i) of the Foreign Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

7. Great Wall Food Stuff Industry Co.,Ltd. shall have to sign the Lease Agreement for Land and building with Great Wall - Wilmar Holdings Limited and also Joint Venture Agreement with Wilmar-Sugar (Myanmar) Pte.Ltd. After signing such Agreements, each of (5) copies shall have to be forwarded to the Commission.

8. Great Wall - Wilmar Holdings Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit" it shall become null and void.

9. Great Wall - Wilmar Holdings Limited has to abide by Chapter X, Rule 58 and 59 of the Foreign Investment Rules for construction period.

10. As per Chapter X, Rule 61 of the Foreign Investment Rules, extension of construction period shall not be granted more than twice except it is due to unavoidable events such as natural disasters, instabilities, riots, strikes, a State of emergency, insurgency and outbreak of wars.

11. As per Chapter X, Rule 63 of the Foreign Investment Rules, if Great Wall-Wilmar Holdings Limited cannot construct completely in time the construction period or extension period, the Commission will have to withdraw the permit issued to the investor and there is no refund for the expenses of the project.

12. The commercial date of operation shall be reported to the Commission.

13. Great Wall - Wilmar Holdings Limited shall endeavour to meet the targets for production stated in the proposal as the minimum target.

14. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal and also in accordance with Chapter XI, section 24 and section 25 of the Foreign Investment Law and the Great Wall - Wilmar Holdings Limited has to follow the existing Labour Laws for the recruitment of staff and labour in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

15. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency.

16. Whenever Great Wall - Wilmar Holdings Limited brings in foreign capital defined under Chapter I, section 2 (i) of the Foreign Investment Law, other than foreign currency in the manner stated in paragraph 16(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

17. Great Wall-Wilmar Holdings Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the State and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

18. Great Wall-Wilmar Holdings Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost overrun, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

19. Great Wall-Wilmar Holdings Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Environmental Impact Assessment (EIA) process and an Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with this EMP and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and regulations

20. Great Wall-Wilmar Holdings Limited shall contribute 1% (one percent) of annual net profit for Corporate Social Responsibility (CSR) activities in Myanmar.

21. After getting permit from Myanmar Investment Commission, Great Wall-Wilmar Holdings Limited shall have to be registered at the Directorate of Industrial Supervision and Inspection.

22. Great Wall-Wilmar Holdings Limited shall have to abide by the Ministry of Energy rules, regulations and instructions. Moreover, Great Wall-Wilmar Holdings Limited shall get the recommendation and permission from the Ministry of Energy for selling ethanol.

23. After getting permit from Myanmar Investment Commission, Great Wall-Wilmar Holdings Limited must follow National Food Law and it is necessary to get the permission of Food and Drug Administration (FDA) under Ministry of Health.

24. Great Wall-Wilmar Holdings Limited shall have to abide by the Fire Services Department's rules, regulations, directives and instructions. Moreover, fire prevention measures shall have to undertake such as water storage tank, fire extinguishers and provide training to use the fire fighting equipments and also to appoint fire safety officer.

25. Payment of principal and interest of the loan as well as payment for import of raw materials and spare parts etc., shall only be made out of local sales in Kyat / US$ of Great Wall-Wilmar Holdings Limited.

26. Great Wall-Wilmar Holdings Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII, Rule 79 and 80 of the Foreign Investment Rules.

(Zay Yar Aung)
Chairman

Great Wall - Wilmar Holdings Limited

cc:
1. Office of the Union Government of the Republic of the Union of Myanmar
2. Ministry of National Planning and Economic Development
3. Ministry of Finance
4. Ministry of Commerce
5. Ministry of Industry
6. Ministry of Forcign Affairs
7. Ministry of Home Affairs
8. Ministry of Agriculture and Irrigation
9. Ministry of Immigration and Population
10. Ministry of Labour, Employment and Social Security
11. Ministry of Environmental Conservation and Forestry
12. Ministry of Electric Power
13. Ministry of Health
14. Ministry of Energy
15. Office of the Sagaing Region Government
16. Office of the Mandalay Region Government
17. Director General, Directorate of Investment and Company Administration
18. Director General, Settlement and Land Records Department
19. Director General, Directorate of Industrial Supervision and Inspection
20. Director General, Customs Department
21. Director General, Internal Revenue Department
22. Director General, Energy Planning Department
23. Managing Director, Myanma Foreign Trade Bank
24. Managing Director, Myanma Investment and Commercial Bank
25. Managing Director, Myanma Insurance
26. Managing Director, Myanma Electric Power Enterprise
27. Director General, Directorate of Trade
28. Director General, Immigration and National Registration Department
29. Director General, Directorate of Labour
30. Director General, Department of Environmental Conservation

31. Managing Director , Pharmaceutical and Foodstuff Industries
32. Director General, Food and Drug Administration (FDA)
33. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry(UMFCCI)